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Arts of Organization

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Arts of Organization

Sand Cost Holdings, LLC

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

INSTRUCTIONS:

**ARTICLES OF ORGANIZATION****OF****SAND COAST HOLDINGS, LLC**

The undersigned certifies that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I****NAME**

The name of the limited liability company shall be SAND COAST HOLDINGS, LLC ("Limited Liability Company").

**ARTICLE II****EFFECTIVE DATE**

Pursuant to Section 608.409(1), Fla. Stat. (1997), the Limited Liability Company's existence shall begin at the date and time when the Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on the original document.

**ARTICLE III****ADDRESS**

The mailing address and street address of the principal office of the business shall be located at 245 Challenger Road, Cape Canaveral, Florida 32920, or such a place as may be designated by the Members.

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**ARTICLE IV****INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial Registered Office of the Limited Liability Company is 1825 Riverview Drive, City of Melbourne, County of Brevard, State of Florida, and the name of the Limited Liability Company's Initial Registered Agent is James L. Reinman of Reinman Matheson Vaughan Durham & Sack, P.A.

**ARTICLE V****PURPOSES AND POWERS**

The purpose and character of the company is to engage in any activity or business authorized under the Florida Statutes. In general, the Limited Liability Company shall carry on any and all incidental business; to have and exercise all the powers conferred by the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do. The Company shall have all powers granted to limited liability companies under Florida law.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida Laws, lawfully carry on, exercise, or do.

**ARTICLE VI****DURATION**

The Limited Liability Company shall continue in full force and effect for thirty (30) years beginning on the date of filing, and continuing until July 30, 2037, or until dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of

Dissolution with the Secretary of State pursuant to Florida Statute 608.411, or as provided in the Regulations adopted by the Members.

#### **ARTICLE VII**

##### **INITIAL MEMBERS**

The Initial Members of this Limited Liability Company and their addresses are:

RANDALL L. MAY            1700 Sandpiper Street  
Merritt Island, FL 32952

DONALD H. GARVER        1670 Larchmont Ct.  
Merritt Island, FL 32952

BRIAN HUBERT            1940 N. Tropical Trail  
Merritt Island, FL 32953

#### **ARTICLE VIII**

##### **MANAGEMENT**

The Limited Liability Company shall be managed by its Members in proportion to the percentage interest of each initial Member as set forth in the L. C. Regulations for the Limited Liability Company and as adjusted from time to time to reflect the percentage interest of any additional Members provided, however, that the Members may, by regulation or operating agreement, provide for the management of the Limited Liability Company by the Members in a manner disproportionate to the Members' percentage interest adjusted as hereinabove set forth.

#### **ARTICLE IX**

##### **ADDITIONAL MEMBER(S)**

Additional Member(s) may be admitted to the Limited Liability Company only upon the unanimous vote of the existing Members. New Member(s) may be admitted

upon such terms and conditions as the existing Members may determine.

## **ARTICLE X**

### **DISSOLUTION**

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the Members may specify by regulation or operating agreement, which terminates the continued membership of a Member in the Limited Liability Company, the Limited Liability Company shall be dissolved unless with thirty (30) days after such event, the remaining Members agree in writing to continue the business of the Limited Liability Company.

## **ARTICLE XI**

### **INDEMNIFICATION**

The Limited Liability Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member for any liability incurred in connection with any action, if such Member acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Limited Liability Company. The Limited Liability Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the Limited Liability Company, or is or was serving at the request of the Limited Liability Company as a director, trustee, officer or employee of another limited liability Company, corporation, partnership, joint venture, trust or other enterprise,

against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Limited Liability Company.

## **ARTICLE XII**

### **POWER TO AMEND**

The power to adopt, alter, amend or repeal the Articles of Organization of the Limited Liability Company shall be vested solely in the Members of the Limited Liability Company, and shall be by a majority vote of approval of the Members.

## **ARTICLE XIII**

### **LIMITATION OF LIABILITY OF MEMBER**

The personal liability of the Members to the Limited Liability Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Limited Liability Company.

**ARTICLE XIV****TRANSFERABILITY OF INTEREST**

No Member of the Company may transfer or assign its interest in the Company without the prior written consent of all of the other Members. Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

**ARTICLE XV****LIMITED LIABILITY COMPANY REGULATIONS**

The power to adopt, alter, amend, or repeal the Regulations of the Limited Liability Company shall be vested in the Members of the Limited Liability Company. Regulations adopted by the Members may be repealed or altered; new regulations may be adopted by the Members; and the Members may prescribe in any regulations made by them that such regulations may not be altered, amended, or repealed by the Member manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the Limited Liability Company not inconsistent with Florida law or the Articles of Organization.

IN WITNESS WHEREOF, the Initial Members have caused these Articles of Organization to be executed this 10<sup>th</sup> day of July, 2007.

By: \_\_\_\_\_

RANDALL L. MAY, Member

By: \_\_\_\_\_

DONALD H. GARVER, Member

By: \_\_\_\_\_

BRIAN HUBERT, Member



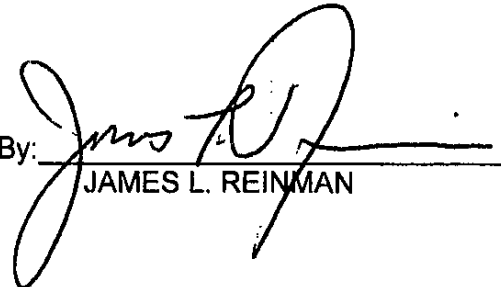
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 608.407, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that SAND COAST HOLDINGS, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Organization in the City of Melbourne, County of Brevard, State of Florida, has named James L. Reinman of Reinman Matheson Vaughan Durham & Sack, P.A., located at 1825 Riverview Drive, Melbourne, Florida 32901, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office, and as Registered Agent, am familiar with, and accept the obligations of that position.

By:   
JAMES L. REINMAN